

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	Case No. 15-11874 (KG)
HH LIQUIDATION, LLC, <i>et al.</i> ¹ ,)	Adv. Proc. No. 16-51204 (KG)
)	Jointly Administered
Debtors.)	
)	
OFFICIAL COMMITTEE OF UNSECURED)	Civil Action No. 18-204 (RGA)
CREDITORS OF HH LIQUIDATION, LLC, <i>et al.</i> ,)	
)	
Appellant,)	
)	
- against -)	
)	
COMVEST GROUP HOLDINGS, LLC, <i>et al.</i> ,)	
)	
Appellees.)	

AGREED STIPULATION REGARDING BRIEFING SCHEDULE

Appellant, Official Committee of Unsecured Creditors of HH Liquidation, LLC, *et al.* and Appellees Comvest Group Holdings, LLC, Comvest Investment Partners III, L.P., Comvest Investment Partners IV, L.P., Comvest Haggen Holdings III, LLC, Comvest Haggen Holdings IV, LLC, Comvest Advisors, LLC, Haggen Property Holdings, LLC, Haggen Property South, LLC, Haggen Property North, LLC, Haggen Property Holdings II, LLC, Haggen SLB, LLC, John Caple, Cecilio Rodriguez, Michael Niegsch, John Clougher, Blake Barnett, William Shaner and Derrick Anderson, are filing this agreed stipulation regarding the briefing schedule for the above-captioned appeal (the “Appeal”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: HH Liquidation, LLC (f/k/a Haggen Holdings, LLC) (7558); HH Operations, LLC (f/k/a Haggen Operations Holdings, LLC) (6341), HH OpCo South, LLC (f/k/a Haggen OpCo South, LLC) (7257), HH OpCo North, LLC (f/k/a Haggen OpCo North, LLC) (5028), HH Acquisition, LLC (f/k/a Haggen Acquisition, LLC) (7687), and HH Legacy, Inc. (f/k/a Haggen, Inc.) (4583). The mailing address for each of the Debtors is 2211 Rimland Drive, Bellingham, WA 98226.

RECITALS

WHEREAS, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered the *Corrected Findings of Fact and Conclusion of Law*² (the “Opinion”) dated January 26, 2018 and the *Order Denying Relief Requested in the Complaint and Dismissing Adversary Proceeding* (the “Order”) dated January 22, 2018;

WHEREAS, on February 2, 2018, Appellant filed its notice of appeal of the Bankruptcy Court’s Order and Opinion (the “Appeal”);

WHEREAS, on February 15, 2018, the United States District Court for the District of Delaware (the “District Court”) referred the Appeal to mediation;

WHEREAS, on March 16, 2018, the parties submitted a joint written submission pursuant to the Oral Order at D. I. 3;

WHEREAS, on March 20, 2018, Chief U.S. Magistrate Judge Mary Pat Thyng recommended [D.I. 8] (the “Recommendation”) that the Appeal be withdrawn from mandatory mediation and restated the parties’ proposed briefing schedule;

WHEREAS, on April 9, 2018, the District Court entered an Order at D.I. 9 (the “District Court Order”) approving the Recommendation regarding mediation, but not as to the proposed briefing schedule and ordered a new briefing schedule to which the parties should adhere unless an otherwise agreed upon schedule was filed within fifteen (15) days of the District Court Order; and

WHEREAS, on April 11, 2018, the parties submitted a revised proposed briefing schedule (D.I. 11), which was approved by the Court on April 12, 2018 (D.I. 12);

² On January 22, 2018, the Bankruptcy Court entered its original *Findings of Fact and Conclusion of Law* which the Bankruptcy Court corrected with the Opinion.

WHEREAS, on May 15, 2018, the parties submitted a further revised proposed briefing schedule (D.I. 13)—which was approved by the Court on May 16, 2018 (D.I. 13 “So Ordered”)—pursuant to which Appellant’s opening brief was due June 1, 2018, Appellees’ answering brief was due July 6, 2018, and Appellant’s reply brief was due July, 30, 2018;

WHEREAS, on June 1, 2018, the Appellant filed its opening brief (D.I. 14);

WHEREAS, the parties have been engaged in negotiations to consensually resolve all of the disputes among the parties—including the Appeal—for several months;

WHEREAS, since Appellant filed its opening brief, substantial progress has been made in these settlement discussions;

WHEREAS, the settlement conversations are complex and confidential and involve multiple parties, as they relate not only to the parties to the Appeal, but also to the overall bankruptcy cases in Haggen before the Bankruptcy Court;

WHEREAS, on June 28, 2018, this Court approved and so ordered the Agreed Stipulation Regarding Briefing Schedule (D.I. 20) in which the deadlines were extended for the Appellees to file their answering brief to July 27, 2018 and the Appellant to file its reply to August 27, 2018;

WHEREAS, on July 19, 2018, the parties filed another Agreed Stipulation Regarding Briefing Schedule (D.I. 21) which the Court approved and so ordered on July 24, 2018 (D.I. 22) in which the deadlines were extended for the Appellees to file their answering brief to August 24, 2018 and the Appellant to file its reply to September 24, 2018; and

WHEREAS, the parties have resolved the Appeal in principal as part of a global resolution to the bankruptcy matter involving the parties to this Appeal as well as other constituencies involved in the underlying bankruptcy;

WHEREAS, the aforementioned global resolution requires Bankruptcy Court approval as well as the confirmation of a plan of liquidation;

WHEREAS, it is anticipated that the global resolution and plan of liquidation will be approved by December 31, 2018 at which time this Appeal will be resolved;

WHEREAS, the parties to this Appeal seek to toll the Appeal pending approval of the global resolution in the Bankruptcy Court which would resolve this Appeal; and

WHEREAS, the parties agree that this Appeal should be stayed pending approval of the global resolution and a further extension of the briefing schedule would be beneficial to the resolution of the Appeal.

STIPULATION

1. Therefore, with respect to the Appeal, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned attorneys of record for the parties, that:

- a. Appellees shall file their answering brief on or before January 16, 2019;
- b. Appellant shall file its reply brief on or before February 13, 2019.

Dated: August 24, 2018

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APPROVED AND SO ORDERED BY:

RICHARD G. ANDREWS
U. S. DISTRICT COURT JUDGE